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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 18623-C FILED

FEB 05 '02

1-01 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

February 5, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Lease of Assignment, dated as of November 28, 2001 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Lease of Railroad Equipment and Assignment of Instruments previously filed with the Board under Recordation Numbers 18623, 18623-A and 18623-B.

The names and addresses of the parties to the enclosed document are:

Assignor:	The Hutchinson and Northern Railway Company 8300 College Boulevard Overland Park, KS 66210
Assignee:	Northern American Salt Company 8300 College Boulevard Overland Park, KS 66210
Owner Trustee:	Wells Fargo Bank Northwest, N.A. 79 South Main Street Salt Lake City, UT 84111

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Mr. Vernon A. Williams  
February 4, 2002  
Page Two

A description of the railroad equipment covered by the enclosed document is:

72 railcars: 14 within the series HCGX 1202 – HCGX 1268; and 58 within the series AJPX 1200 – AJPX 1273 which will be re-marked HCGX.

A short summary of the document to appear in the index follows:

Memorandum of Lease Assignment

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO.

18623-C

FILED

MEMORANDUM OF LEASE ASSIGNMENT  
As of November 28, 2001

FEB 05 '02

1-01 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE ASSIGNMENT is intended to evidence the ASSIGNMENT, ASSUMPTION AND DELEGATION AGREEMENT dated as of November 28, 2001 (the "Lease Assignment") by and between The Hutchinson and Northern Railway Company, a Kansas corporation with a principal office at 8300 College Boulevard, Overland Park, Kansas 66210 ("Assignor"), North American Salt Company (formerly known as IMC Salt Inc. (General Trade Business Group) formerly known as North American Salt Company), a Delaware corporation with its principal office at 8300 College Boulevard, Overland Park, Kansas 66210 ("Assignee"), and Wells Fargo Bank Northwest, N.A., not in its individual capacity but solely as Owner Trustee ("Owner Trustee"). NAMSCO, Inc. a Delaware corporation with its principal office at 8300 College Boulevard, Overland Park, Kansas 66210 was also a party to the Lease Assignment in its capacity as Guarantor of the Lease (as hereinafter defined). This Memorandum of Lease Assignment is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 U.S.C Section 11301 and with the Registrar General of Canada under applicable law.

Pursuant to a Lease of Railroad Equipment dated as of December 23, 1993 and a Memorandum of Lease of Railroad Equipment dated the same date (filed that date with STB Recordation Number 18623), an Assignment of Instruments I dated March 31, 1997 (filed that same date with STB Recordation Number 18623-A) and an Assignment of Instruments II dated March 31, 1997 (filed that date with STB Recordation Number 18623-B) (together, the "Lease"), the Owner Trustee leased the Railcars specified on Schedule 1 hereto (the "Railcars") to Assignor as Lessee.

Pursuant to the Lease Assignment, Assignor has assigned and delegated all of its rights and obligations under the Lease to Assignee, and Assignee has assumed the same, all as of the date hereof, with the consent and agreement of Lessor.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Memorandum to be duly executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

ASSIGNOR:

The Hutchinson and Northern Railway Company

By: Matthew J. Dowd  
Title: Vice President and Assistant Secretary  
Dated: January 23, 2002

State of New Jersey AK )  
County of Morris )

On this 23<sup>rd</sup> day of January, 2002, before me personally appeared Matthew J. Dowd, to me personally known, who being by me duly sworn says that such person is the Vice President and Assistant Secretary of The Hutchinson and Northern Railway Company, that the foregoing Memorandum of Lease Assignment was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Nilema M. Shah  
Notary Public  
My commission expires 5/6/2006

ASSIGNEE:

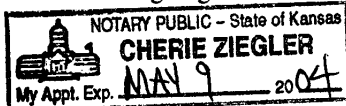
North American Salt Company

By: Radney Underdown  
Title: Vice President and Secretary  
Dated: January 29, 2002

**Nilema M. Shah**  
Notary Public State of New Jersey  
My Commission Expires 05-06-2006

State of Kansas \_\_\_\_\_ )  
County of JOHNSON )

On this 29<sup>th</sup> day of JANUARY, 2002, before me personally appeared Radney Underdown, to me personally known, who being by me duly sworn says that such person is Vice Secy of North American Salt Company, that the foregoing Memorandum of Lease Assignment was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Cherie Ziegler  
Notary Public  
My commission expires MAY 9, 2004

OWNER TRUSTEE:

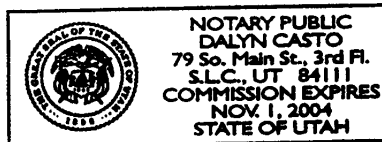
Wells Fargo Bank Northwest, N.A.,  
not in its individual capacity but solely as Owner Trustee

By: *Val T. Orton*  
Title: Vice President  
Dated: \_\_\_\_\_

State of Utah )  
County of Salt Lake )

On this \_\_\_\_ day of \_\_\_\_\_, 2001, before me personally appeared Val T. Orton, to me personally known, who being by me duly sworn says that such person is Vice President of Wells Fargo Bank Northwest that the foregoing Memorandum of Sublease Agreement was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Dalyn Casto*  
Notary Public  
My commission expires \_\_\_\_\_



Schedule 1				
to Memorandum of Lease Assignment				
	Current	To be	Equipment	Lease
	Marking	Restenciled	Type	Expiration
1	AJPX 1200	HCGX 1200	Box Car-60' LD	12/23/08
2	AJPX 1201	HCGX 1201	Box Car-60' LD	12/23/08
3	AJPX 1203	HCGX 1203	Box Car-60' LD	12/23/08
4	AJPX 1204	HCGX 1204	Box Car-60' LD	12/23/08
5	AJPX 1205	HCGX 1205	Box Car-60' LD	12/23/08
6	AJPX 1206	HCGX 1206	Box Car-60' LD	12/23/08
7	AJPX 1207	HCGX 1207	Box Car-60' LD	12/23/08
8	AJPX 1208	HCGX 1208	Box Car-60' LD	12/23/08
9	AJPX 1209	HCGX 1209	Box Car-60' LD	12/23/08
10	AJPX 1210	HCGX 1210	Box Car-60' LD	12/23/08
11	AJPX 1211	HCGX 1211	Box Car-60' LD	12/23/08
12	AJPX 1212	HCGX 1212	Box Car-60' LD	12/23/08
13	AJPX 1213	HCGX 1213	Box Car-60' LD	12/23/08
14	AJPX 1214	HCGX 1214	Box Car-60' LD	12/23/08
15	AJPX 1216	HCGX 1216	Box Car-60' LD	12/23/08
16	AJPX 1217	HCGX 1217	Box Car-60' LD	12/23/08
17	AJPX 1218	HCGX 1218	Box Car-60' LD	12/23/08
18	AJPX 1220	HCGX 1220	Box Car-60' LD	12/23/08
19	AJPX 1221	HCGX 1221	Box Car-60' LD	12/23/08
20	AJPX 1222	HCGX 1222	Box Car-60' LD	12/23/08
21	AJPX 1224	HCGX 1224	Box Car-60' LD	12/23/08
22	AJPX 1225	HCGX 1225	Box Car-60' LD	12/23/08
23	AJPX 1226	HCGX 1226	Box Car-60' LD	12/23/08
24	AJPX 1227	HCGX 1227	Box Car-60' LD	12/23/08
25	AJPX 1229	HCGX 1229	Box Car-60' LD	12/23/08
26	AJPX 1230	HCGX 1230	Box Car-60' LD	12/23/08
27	AJPX 1232	HCGX 1232	Box Car-60' LD	12/23/08
28	AJPX 1233	HCGX 1233	Box Car-60' LD	12/23/08
29	AJPX 1234	HCGX 1234	Box Car-60' LD	12/23/08
30	AJPX 1235	HCGX 1235	Box Car-60' LD	12/23/08
31	AJPX 1236	HCGX 1236	Box Car-60' LD	12/23/08
32	AJPX 1237	HCGX 1237	Box Car-60' LD	12/23/08
33	AJPX 1239	HCGX 1239	Box Car-60' LD	12/23/08
34	AJPX 1240	HCGX 1240	Box Car-60' LD	12/23/08
35	AJPX 1241	HCGX 1241	Box Car-60' LD	12/23/08
36	AJPX 1242	HCGX 1242	Box Car-60' LD	12/23/08
37	AJPX 1244	HCGX 1244	Box Car-60' LD	12/23/08
38	AJPX 1247	HCGX 1247	Box Car-60' LD	12/23/08
39	AJPX 1249	HCGX 1249	Box Car-60' LD	12/23/08
40	AJPX 1251	HCGX 1251	Box Car-60' LD	12/23/08
41	AJPX 1252	HCGX 1252	Box Car-60' LD	12/23/08
42	AJPX 1253	HCGX 1253	Box Car-60' LD	12/23/08
43	AJPX 1254	HCGX 1254	Box Car-60' LD	12/23/08
44	AJPX 1255	HCGX 1255	Box Car-60' LD	12/23/08
45	AJPX 1256	HCGX 1256	Box Car-60' LD	12/23/08
46	AJPX 1257	HCGX 1257	Box Car-60' LD	12/23/08
47	AJPX 1258	HCGX 1258	Box Car-60' LD	12/23/08
48	AJPX 1260	HCGX 1260	Box Car-60' LD	12/23/08
49	AJPX 1261	HCGX 1261	Box Car-60' LD	12/23/08
50	AJPX 1263	HCGX 1263	Box Car-60' LD	12/23/08
51	AJPX 1265	HCGX 1265	Box Car-60' LD	12/23/08
52	AJPX 1266	HCGX 1266	Box Car-60' LD	12/23/08
53	AJPX 1267	HCGX 1267	Box Car-60' LD	12/23/08
54	AJPX 1269	HCGX 1269	Box Car-60' LD	12/23/08
55	AJPX 1270	HCGX 1270	Box Car-60' LD	12/23/08
56	AJPX 1271	HCGX 1271	Box Car-60' LD	12/23/08
57	AJPX 1272	HCGX 1272	Box Car-60' LD	12/23/08
58	AJPX 1273	HCGX 1273	Box Car-60' LD	12/23/08
59	HCGX 1202	no restencil	Box Car-60' LD	12/23/08
60	HCGX 1215	no restencil	Box Car-60' LD	12/23/08
61	HCGX 1219	no restencil	Box Car-60' LD	12/23/08
62	HCGX 1223	no restencil	Box Car-60' LD	12/23/08
63	HCGX 1231	no restencil	Box Car-60' LD	12/23/08
64	HCGX 1238	no restencil	Box Car-60' LD	12/23/08
65	HCGX 1243	no restencil	Box Car-60' LD	12/23/08
66	HCGX 1245	no restencil	Box Car-60' LD	12/23/08
67	HCGX 1246	no restencil	Box Car-60' LD	12/23/08
68	HCGX 1248	no restencil	Box Car-60' LD	12/23/08
69	HCGX 1259	no restencil	Box Car-60' LD	12/23/08
70	HCGX 1262	no restencil	Box Car-60' LD	12/23/08
71	HCGX 1264	no restencil	Box Car-60' LD	12/23/08
72	HCGX 1268	no restencil	Box Car-60' LD	12/23/08